

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NATURAL SELECTION FOODS, LLC		07/20/2009	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	ROYAL BANK OF CANADA		
Street Address:	165 Broadway		
Internal Address:	One Liberty Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10006-1404		
Entity Type:	Chartered Bank: CANADA		
PROPERTY NUMBERS Total: 45			
Property Type	Number	Word Mark	
Registration Number:	2756476	BEANBAGS	
Registration Number:	3183365	EARTHBOUND FARM	
Registration Number:	2236482	EARTHBOUND FARM	
Registration Number:	1720571	EARTHBOUND FARM	
Registration Number:	2348739	EARTHBOUND FARM	
Registration Number:	3309220	EARTHBOUND FARM	
Registration Number:	3309219	EARTHBOUND FARM	
Registration Number:	3309218	EARTHBOUND FARM	
Registration Number:	3183366	EARTHBOUND FARM ORGANIC	
Registration Number:	2738226	EARTHBOUND FARM ORGANIC	
Registration Number:	3410600	EARTHBOUND FARM ORGANIC	
Registration Number:	3186435	EARTHBOUND FARM ORGANIC	
Registration Number:	3239737	EARTHBOUND FARM ORGANIC	

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TRADEMARK
 REEL: 004039 FRAME: 0560

Registration Number:	3239738	EARTHBOUND FARM ORGANIC
Registration Number:	3239739	EARTHBOUND FARM ORGANIC
Registration Number:	3239740	EARTHBOUND FARM ORGANIC
Registration Number:	2530292	FOOD TO LIVE BY
Registration Number:	2733021	
Registration Number:	3058172	GRAB & GO SALAD
Registration Number:	2365489	GREEN HARVEST
Registration Number:	3299580	GREEN HARVEST
Registration Number:	3259478	GREEN HARVEST
Registration Number:	3244499	GREEN HARVEST ORGANIC
Registration Number:	3244500	GREEN HARVEST ORGANIC
Registration Number:	3463318	GREEN HARVEST ORGANIC
Registration Number:	3463319	GREEN HARVEST ORGANIC
Registration Number:	3481392	GREEN HARVEST ORGANIC
Registration Number:	2319957	HARVEST WALK
Registration Number:	2404866	LA BELLE SALADE
Registration Number:	3003031	
Registration Number:	2109692	NATURAL SELECTION FOODS
Registration Number:	1845202	RAVE
Registration Number:	2069073	RIVERSIDE FARMS
Registration Number:	2182054	SALAD SEPARATES
Registration Number:	3170042	SNACKS TO LIVE BY
Registration Number:	3216478	SNACKS TO LIVE BY
Registration Number:	1800306	SUPERIOR SALAD
Registration Number:	1797979	THE CALIFORNIA SALAD
Registration Number:	3018443	THE ORGANIC KITCHEN
Registration Number:	3265900	THE ORGANIC KITCHEN
Registration Number:	3280529	THE ORGANIC KITCHEN
Registration Number:	2925538	THE ORGANIC SOLUTION
Registration Number:	1694657	TKO
Registration Number:	1937076	TKO FARMS INC. ORGANIC SPECIALTY LETTUCES AND SALAD GREENS
Serial Number:	78768331	EARTHBOUND FARM ORGANIC

CORRESPONDENCE DATA

TRADEMARK
REEL: 004039 FRAME: 0561

Fax Number: (212)455-2502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212.455.3393

Email: llesser@stblaw.com, suzanne.inglis@weil.com

Correspondent Name: Lori Lesser c/o Simpson Thacher Bartlett

Address Line 1: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	52626.0714.6847.DG
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NAME OF SUBMITTER:	Lori Lesser
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Signature:	/Lori Lesser/
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Date:	08/06/2009
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Total Attachments: 13

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GRANT OF
SECURITY INTEREST IN TRADEMARKS

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS ("Agreement"), effective as of July 20, 2009, is made by NATURAL SELECTION FOODS, LLC, a California limited liability company (the "Grantor"), in favor of ROYAL BANK OF CANADA, as Administrative Agent (the "Agent") for the Secured Parties (as defined in the Guarantee and Collateral Agreement described below).

W I T N E S S E T H

WHEREAS, pursuant to the Credit Agreement, dated as of July 20, 2009, among Earthbound Holdings II, LLC, Earthbound Holdings III, LLC (the "Borrower"), the Administrative Agent and the banks and other financial institutions or entities from time to time parties thereto (the "Lenders"), (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Grantor has executed and delivered a Guarantee and Collateral Agreement, dated as of July 20, 2009 in favor of the Agent for the ratable benefit of the Secured Parties (as amended, restated, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantor pledged and granted to the Agent for the ratable benefit of the Secured Parties a continuing security interest in its Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby pledges and grants a continuing security interest in the Trademarks (including, without limitation, those items listed on Schedule A hereto), to the Agent for the ratable benefit of the Secured Parties to secure the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Grant of Security Interest in Trademarks to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

NATURAL SELECTION FOODS, LLC

By: 

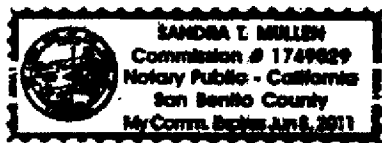
Name: Charles Sweat

Title: Chief Executive Officer and President

Signature Page to Grant of Security Interest in Trademarks

STATE OF California
COUNTY OF San Benito^{ss}

On the 16 day of July, 2009, before me personally came Charles Sweet
who is personally known to me to be the Chief Executive of NATURAL SELECTION officer and
FOODS, LLC, a California limited liability company; who, being duly sworn, did depose and President
say that she/he is the Chief Exec. Officer & President in such limited liability company, the limited
liability company described in and which executed the foregoing instrument; that she/he
executed and delivered said instrument pursuant to authority given by the Members of such
limited liability company; and that she/he acknowledged said instrument to be the free act and
deed of said limited liability company.



Sandra E. Miller
Notary Public

(PLACE STAMP AND SEAL ABOVE)

ROYAL BANK OF CANADA
as Administrative Agent for the Lenders

By: 
Name: Susan Khokher
Title: Manager, Agency

Signature Page to Grant of Security Interest in Trademarks

PROVINCE

STATE OF ONTARIO)

CITY TORONTO) ss
COUNTY OF)

On the 17th day of July, 2009, before me personally came SUSAN KHOKITER
who is personally known to me to be the MANAGER, AGENCY of Royal Bank of Canada; who,
being duly sworn, did depose and say that she/he is the MANAGER, AGENCY in such
entity, the entity described in and which executed the foregoing instrument; that she/he executed
and delivered said instrument pursuant to authority given by such entity; and that she/he
acknowledged said instrument to be the free act and deed of said entity.





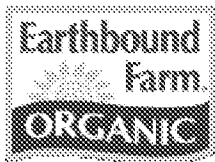
Thurmon G. Singer.
Notary Public

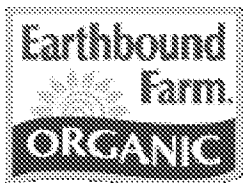
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SCHEDULE A




U.S. Trademark Registrations and Applications

Trademark	Registration No. / Application No.	Registration Date / Filing Date
BEANBAGS	Application No. 75/668,996 Registration No. 2,756,476	Filed 03/26/99 Registered 08/26/03
EARTHBOUND FARM	Application No. <u>78/768,294</u> Registration No. 3,183,365	In-Use filed 12/07/05 (electronically) Registered 12/12/06
EARTHBOUND FARM	Application No. 75/319,293 Registration No. 2,236,482	Filed 07/03/97 Registered 04/06/99 8 & 15 filed 03/23/05 8 & 15 Accepted 04/16/05 8 & 9 filed 03/10/09
EARTHBOUND FARM	Application No. 74/210,542 Registration No. 1,720,571	Filed 10/08/91 Registered 09/29/92 Renewed 01/19/03
EARTHBOUND FARM	Application No. 75/756,831 Registration No. 2,348,739	Filed 07/21/99 Registered 05/09/00 Affidavit of Use Accepted 7/17/06 Renewal application filed 06/17/09
EARTHBOUND FARM	Application No. <u>78/764,931</u> Registration No. 3309220	Filed 12/01/05 Registered 10/9/07
EARTHBOUND FARM	Application No. <u>78/764,924</u> Registration No. 3309219	Filed 12/01/05 Registered 10/9/07
EARTHBOUND FARM	Application No. <u>78/764,914</u> Registration No. 3309218	Filed 12/01/05 Registered 10/9/07




Trademark	Registration No. / Application No.	Registration Date / Filing Date
EARTHBOUND FARM ORGANIC and Design 	Application No. <u>78/768,309</u> Registration No. 3,183,366	Filed 12/07/05 Registered 12/12/06
EARTHBOUND FARM ORGANIC and Design 	Application No. 76/292,775 Registration No. 2,738,226	Filed 07/31/01 Registered 07/15/03 Affidavit of Use filed 06/17/09
EARTHBOUND FARM ORGANIC and Design 	Application No. <u>78/768,323</u> Registration No. 3410600	Filed 12/07/05 Registered 4/8/08
EARTHBOUND FARM ORGANIC and Design 	Application No. <u>78/768,334</u> Registration No. 3,186,435	Filed 12/07/05 Registered 12/19/06
EARTHBOUND FARM ORGANIC and Color Design 	Application No. <u>78/927,181</u> Registration No. 3,239,737	Filed 7/11/06 Registered 5/8/07

Trademark	Registration No. / Application No.	Registration Date / Filing Date
EARTHBOUND FARM ORGANIC and Color Design 	Application No. <u>78/927,188</u> Registration No. 3,239,738	Filed 7/11/06 Registered 5/8/07
EARTHBOUND FARM ORGANIC and Color Design 	Application No. <u>78/927,195</u> Registration No. 3,239,739	Filed 7/11/06 Registered 5/8/07
EARTHBOUND FARM ORGANIC and Color Design 	Application No. <u>78/927,202</u> Registration No. 3,239,740	Filed 7/11/06 Registered 5/8/07
FOOD TO LIVE BY	Application No. 75/668,995 Registration No. 2,530,292	Filed 03/26/99 Registered 01/15/02 Affidavit of Use 8 & 15 accepted
FULL SUN DESIGN 	Application No. 76/292,776 Registration No. 2,733,021	Filed 07/31/01 Registered 07/01/03 Affidavit of Use filed 06/09
<u>GRAB & GO SALAD</u>	Application No. 78/322,955 Registration No. 3,058,172	Filed 11/04/03 Registered 02/07/06

Trademark	Registration No. / Application No.	Registration Date / Filing Date
<u>GREEN HARVEST</u>	Application No. 75/735,616 Registration No. 2,365,489	Filed 06/23/99 Registered 07/04/00 Affidavit of Use Accepted 7/17/06
<u>GREEN HARVEST</u>	Application No. <u>78/757,070</u> Registration No. 3,299,580	Filed 11/18/05 Registered 9/25/07
<u>GREEN HARVEST</u>	Application No. <u>78/757,079</u> Registration No. 3,259,478	Filed 11/18/05 Registered 7/3/07
GREEN HARVEST ORGANIC and Color Design 	Application No. <u>78/902,722</u> Registration No. 3,244,499	Filed 6/6/06 Registered 5/22/07
GREEN HARVEST ORGANIC and Color Design 	Application No. <u>78/902,730</u> Registration No. 3,244,500	Filed 6/6/06 Registered 5/22/07
GREEN HARVEST ORGANIC and Black & White Design 	Application No. <u>77/111,931</u> Registration No. 3,463,318	Filed 2/20/07 Registered 7/8/08

Trademark	Registration No. / Application No.	Registration Date / Filing Date
<p>GREEN HARVEST ORGANIC and Black & White Design</p> 	<p>Application No. <u>77/111,937</u> Registration No. 3,463,319</p>	<p>Filed 2/20/07 Registered 7/8/08</p>
<p>GREEN HARVEST ORGANIC and Color Design</p> 	<p>Application No. <u>77/111,946</u> Registration No. 3,481,392</p>	<p>Filed 2/20/07 Registered 08/05/08</p>
<p><u>HARVEST WALK</u></p>	<p>Application No. 75/739,086 Registration No. 2,319,957</p>	<p>Filed 06/29/99 Registered 02/15/00 Affidavit of Use Accepted 5/10/06 Renewal application filed 06/18/09</p>
<p>LA BELLE SALADE</p>	<p>Application No. 75/739,085 Registration No. 2,404,866</p>	<p>Filed 06/29/99 Registered 11/14/00 Affidavit of Use filed 11/06/06 Affidavit of Use accepted 02/01/07</p>
<p>LEAF DESIGN</p> 	<p>Application No. 78/245,942 Registration No. 3,003,031</p>	<p>Filed 05/05/03 Registered 09/27/05</p>
<p>NATURAL SELECTION FOODS</p>	<p>Application No. 75/036,352 Registration No. 2,109,692</p>	<p>Filed 12/11/95 Registered 10/28/97 Renewed 3/20/07</p>

Trademark	Registration No. / Application No.	Registration Date / Filing Date
RAVE	Application No. 74/373,792 Registration No. 1,845,202	Filed 03/31/93 Registered 07/12/94 Affidavit of Use accepted and acknowledged 05/25/00 Renewal filed 08/11/04 Renewal granted 01/08/07
RIVERSIDE FARMS	Application No. 75/071,802 Registration No. 2,069,073	Filed 03/13/96 Registered 06/10/97 Renewed 5/10/07
SALAD SEPARATES	Application No. 75/271,976 Registration No. 2,182,054	Filed 04/09/97 Registered 08/18/98 Affidavit of Use filed 08/09/04 Affidavit of Use accepted 10/06/04
<u>SNACKS TO LIVE BY</u>	Application No. 78/644,759 Registration No. 3,170,042	Filed 06/07/05 Registered 11/07/06
<u>SNACKS TO LIVE BY</u>	Application No. <u>78/645,109</u> Registration No. 3,216,478	Filed 06/07/05 Registered 3/6/07
SUPERIOR SALAD	Application No. 74/315,195 Registration No. 1,800,306	Filed 09/21/92 Registered 10/19/93 Renewed 11/24/03
THE CALIFORNIA SALAD	Application No. 74/274,107 Registration No. 1,797,979	Filed 05/11/92 Registered 10/12/93 Renewed 11/24/03
<u>THE ORGANIC KITCHEN</u>	Application No. 78/219,838 Registration No. 3,018,443	Filed 02/27/03 Registered 11/22/05
<u>THE ORGANIC KITCHEN</u>	Application No. 78/573,489 Registration No. 3,265,900	Filed 02/23/05 Registered 7/17/07

Trademark	Registration No. / Application No.	Registration Date / Filing Date
<u>THE ORGANIC KITCHEN</u>	Application No. 78/573,496 Registration No. 3,280,529	Filed 02/23/05 Registered 8/14/07
THE ORGANIC SOLUTION	Application No. 76/120,605 Registration No. 2,925,538	Filed 08/31/00 Registered 02/08/05
TKO	Application No. 74/169,860 Registration No. 1,694,657	Filed 05/24/91 Registered 06/16/92 Renewed 04/26/03
TKO FARMS INC. ORGANIC SPECIALTY LETTUCES AND SALAD GREENS and Design 	Application No. 74/600,044 Registration No. 1,937,076	Filed 11/17/94 Registered 11/21/95 Affidavit of Use accepted and acknowledged 01/12/02 Renewal Accepted 6/15/06
EARTHBOUND FARM ORGANIC and Design 	Application No. <u>78/768,331</u>	Filed 12/07/05 Allowed 12/12/06
GREEN HARVEST ORGANIC and Color Design 	Application No. <u>77/111,942</u>	Filed 2/20/2007 Notice of Allowance issued 12/4/2007 2nd Extension Request filed and granted 12/1/2008